

Law Offices

Arthur C. Neiwirth, P.A.

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Arthur C. Neiwirth

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VIA UPS NEXT DAY AIR

August 12, 1999

Mailing address:
Post Office Box 860
Ft. Lauderdale, FL 33302

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

100002959341--4
-08/13/99--01069--021
*****78.75 *****78.75

RE: Filing of Articles of Incorporation of
Millennium Drywall & Acoustical Ceilings, Inc.

Gentlemen:

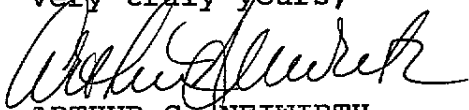
Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced entity, Acceptance of the Registered Agent and a self-addressed, stamped envelope for the return of a confirmation letter.

I am also enclosing this firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars representing the costs as follows:

Filing Fee	\$ 35.00
Registered Agent,	
Designation and Acceptance	35.00
Certified Copy	8.75

TOTAL	\$ 78.75

Very truly yours,


ARTHUR C. NEIWIRTH
Encls.

cc: Client

99 AUG 13 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TS 8/19/99

FILED

99 AUG 13 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MILLENNIUM DRYWALL & ACOUSTICAL CEILINGS, INC.

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is MILLENNIUM DRYWALL & ACOUSTICAL CEILINGS, INC.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 16508 NW 17TH St., Pembroke Pines, Florida 33028. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VII - Initial Directors

The name and street address of the initial Director of this Corporation who shall hold office until his successor is elected or appointed and shall have qualified is:

Lisa Rodriguez
16508 NW 17th St.
Pembroke Pines, FL 33028

Article VIII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Lisa Rodriguez, 16508 NW 17th St., Pembroke Pines, FL 33028,

ARTICLE IX - INITIAL OFFICERS

The names and addresses of the initial officers of the corporation are:

President - Lisa Rodriguez, 16508 NW 17th St., Pembroke Pines,
FL 33028
Secretary - Eddie Rodriguez, 16508 N 17th St., Pembroke Pines,
FL 33028

Article X - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an Officer or as a Director of this Corporation.

2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Article XI - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

Article XII - Registered Office

The Registered Agent and registered office of the Corporation shall be Arthur C. Neiworth, Esq., 100 SE 3rd Ave., Suite 2020, Ft. Lauderdale, FL 33394.

Article XIII - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this _____ day of August, 1999.


LISA RODRIGUEZ

STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lisa Rodriguez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he swore before me that he executed those Articles of Incorporation.

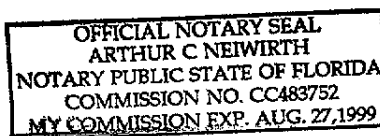
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of August, 1999.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires

(NOTARY SEAL)

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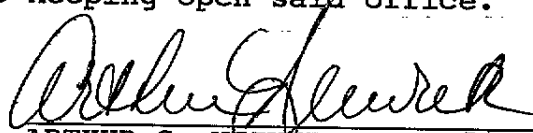


CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes,
the following is submitted in compliance with
said Act.

That MILLENNIUM DRYWALL & ACOUSTICAL CEILINGS, INC. desiring
to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation, at
16508 NW 17th St., Pembroke Pines, County of Broward, State of
Florida, has named ARTHUR C. NEIWIRTH, ESQ. as Registered Agent,
who may be served at the registered office located at 100 SE 3rd
Ave., Suite 2020, City of Fort Lauderdale, County of Broward, State
of Florida, as its agent to accept service of process within this
State.

Having been named to accept service of process for the above
stated Corporation, at place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


ARTHUR C. NEIWIRTH, ESQ.
Registered Agent

99 AUG 13 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED